

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:

W.R. GRACE & CO., *et al.*,

Debtors.

Chapter 11

Case No. 01-1139 (JKF)

(Jointly Administered)

Objection Deadline: March 8, 2003 at 4:00 p.m.

Hearing Date: June 21, 2004 at 12:00 p.m.

**ELEVENTH QUARTERLY FEE APPLICATION
OF KLETT ROONEY LIEBER & SCHORLING,
CO-COUNSEL TO THE OFFICIAL COMMITTEE OF EQUITY HOLDERS, FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM OCTOBER 1, 2003 THROUGH DECEMBER 25, 2003**

Name of Applicant:

Klett Rooney Lieber & Schorling,
a Professional Corporation

Authorized to Provide
Professional Services to:

The Official Committee of Equity Holders

Date of Retention:

October 26, 2001 *nunc pro tunc*

Period for which compensation
and reimbursement is sought:

October 1, 2003 through December 25, 2003

Amount of fees to be approved
as actual, reasonable and necessary:

\$35,237.50

Amount of expenses sought as
actual, reasonable and necessary:

\$1,326.06

This is a(n): x interim

 final application.

The total time expended for the preparation of this application will be included in the next interim fee application.

Prior Monthly Applications for the period October 1, 2003 through December 25, 2003:

<u>Date Filed and Docket No.</u>	<u>Period Covered</u>	<u>Requested Fees/ Expenses</u>	<u>Approved Fees/ Expenses</u>	<u>CNO/ Docket No.</u>
November 26, 2003 4753	October 1, 2003 through October 31, 2003	\$13,698.00/ \$575.77	\$10,958.40/ \$575.77	4829
December 29, 2003 4877	November 1, 2003 through November 30, 2003	\$10,696.350/ \$207.22	\$8,557.20/ \$207.22	4986
January 28, 2003 5005	December 1, 2003 through December 25,2003	\$10,843.00/ \$543.07	Pending	To be filed February 18, 2004

**SUMMARY OF TIME FOR BILLING PERIOD
OCTOBER 1, 2003 THROUGH DECEMBER 25, 2003**

Name, Position, Year Admitted	Hourly Billing Rate	Total Billed Hours	Total Compensation
Teresa K.D. Currier Shareholder; admitted DE 1992 and PA 1985	\$445	41.5	\$18,467.50
Rhonda L. Thomas Associate; admitted DE 2001, PA 1998 and NJ 1998	\$210	45.5	\$9,555.00
Frances A. Panchak Paralegal	\$135	0.6	\$81.00
Raelena Y. Taylor Paralegal	\$125	56.8	\$7,100.00
Susan J. Brown Legal Assistant	\$85.00	0.4	\$34.00
TOTAL		144.8	\$35,237.50

**SUMMARY OF TIME BY PROJECT CATEGORY¹ FOR BILLING PERIOD
OCTOBER 1, 2003 THROUGH DECEMBER 25, 2003**

Project Category	Total Hours	Total Fees
Asset Disposition	2.3	\$835.50
Business Operations	1.5	\$550.00
Case Administration	28.9	\$5,564.50
Claims Analysis Objections & Resolution (Asbestos)	1.7	\$357.00
Claims Analysis Objections & Resolution (Non-Asbestos)	11.7	\$4,125.50
Committee, Creditors', Noteholders', or Equity Holders'	1.0	\$445.00
Employment Applications Others	6.0	\$2,223.50
Fee Applications/Applicant	29.7	\$4,646.50
Fee Applications/ Others	29.1	\$5,323.50
Financing	1.6	\$712.00
Hearings	14.1	\$3,552.50
Litigation and Litigation Consulting	15.1	\$6,014.50
Plan and Disclosure Statement	0.5	\$222.50
Relief From Stay Proceedings	0.9	\$400.50
Tax Issues	0.4	\$154.50
Tax Litigation	0.2	\$89.00
ZAI Science Trial	0.1	\$21.00
TOTAL	144.8	\$35,237.50

¹ Due to changes to the project categories required by the Court which occurred after the filing of the monthly fee application, but prior to the filing of this interim fee application, the number of hours and fees in certain categories may have been moved since the filing of the monthly fee applications. Specifically, at the beginning of this application period, Klett Rooney did not maintain a separate category for its fee applications, hearings, the ZAI science trial, objections to asbestos claims, or the fraudulent transfer action. Because Warren Smith, the Court appointed fee auditor, requested a chart detailing time entries in the new categories, the amounts of time and fees have been retroactively moved to the appropriate category.

**SUMMARY OF EXPENSES BY CATEGORY FOR BILLING PERIOD
OCTOBER 1, 2003 THROUGH DECEMBER 25, 2003**

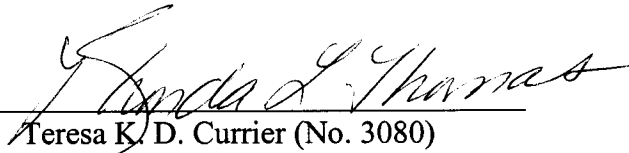
Expense Category	Total Expenses
Telecopy Expenses	\$1.59
Reproduction of Documents	\$271.20
Messenger Services (Courier)	\$583.50
Federal Express	\$119.77
Professional Services/Pacer/Virtual Docket	\$127.40
Duplicating Services	\$190.80
Parking/Mileage	\$30.00
Express/Certified Mail	\$1.80
TOTAL	\$1,326.06

The foregoing summaries are submitted to the Court pursuant to the Amended Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members dated April 17, 2002 (the “Amended Administrative Order”).

Pursuant to the Amended Administrative Order, Klett Rooney respectfully requests that, for the period October 1, 2003 through December 25, 2003, it be allowed the total amount of fees of \$35,237.50 and expenses in the total amount of \$1,326.06.

KLETT ROONEY LIEBER & SCHORLING
A Professional Corporation

By: _____



Teresa K. D. Currier (No. 3080)

Rhonda L. Thomas (No. 4053)

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Wilmington, DE 19801

(302) 552-4200

Dated: February 16, 2004

Co-Counsel to the Official Committee of Equity Holders